

**BYLAWS OF UNIVERSITY BAPTIST CHURCH
As of September**

These Bylaws (referred to as the “Bylaws”) govern the affairs of University Baptist Church, a non-profit corporation (referred to sometimes as the “Church” or “UBC”) organized under the Texas Non-Profit Corporation Act (referred to as the “Act”).

PREAMBLE

We, the membership of University Baptist Church, declare and establish these Bylaws to preserve and secure the principles of our faith, and to govern the Body in an orderly manner; and further, to preserve the liberties of each individual Church Member, and the freedom of this Body in its relation to other churches.

A. Vision

The vision of University Baptist Church is to lead the people of the Bay Area to experience their full potential in Christ.

B. Statement of Faith

The Church does not use a creed to which every member must subscribe. Our statement of faith is contained in the 1963 version of The Baptist Faith and Message. The articles described therein correlate with what we believe about the essential doctrines and practices of our faith. Neither that document nor any other carries any authority for us. Under the Lordship of Christ, the sole authority for our faith and practice is the Bible itself. Because the Church is an autonomous body, it is not controlled by any other body or convention. Instead, it chooses to cooperate with those churches of like perceptions and practices. The Church’s relationship with any convention or association is voluntary, and the action of such groups shall not be binding upon this Church, except by the will of the majority of the members.

ARTICLE 1

OFFICES

Principal Office

1.01. The principal office of the Church in the State of Texas shall be located at 16106 Middlebrook Drive, Houston, Texas 77059-6034. The Church may have such other offices, either in Texas or elsewhere, as its members may determine.

Registered Office and Registered Agent

1.02. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Church’s principal office in Texas. The Trustees may change the registered office and the registered agent as provided in the Act.

ARTICLE 2

CHURCH MEMBERSHIP

Management of the Church

2.01. The affairs of the Church shall be managed by the Church membership through its officers, staff, committees, task forces, Trustees, and Executive Council.

The decisions of the Church shall be made as follows:

A. A-level decisions are the highest level of decisions the Church makes, and these decisions are those that affect the Church's entire membership in significant ways. A-level decisions affect the Church's choice of direction as a whole, and require the active support and involvement of the whole Church. A-level decisions also encumber the Church legally or financially. These decisions are made by the membership in regular or specially called business meetings. Examples of A-level decisions would include:

1. adoption of long-range plans, affirmation of a common vision,
2. building or purchasing real property,
3. adoption or revision of annual operating budgets,
4. election of Church officers, election of messengers,
5. selection of ministerial or pastoral staff, including Senior Pastor, Pastors,
6. election of Church committees and task forces,
7. adoption of financial reports and minutes,
8. receiving or dismissing of members.

B. B-level decisions are the broad decisions of implementation of the Church's direction, vision, and values. Approving annual goals, approving the annual operating budget to support the year's objectives, and determining the most effective programming and scheduling to achieve the Church's purpose are B-level decisions. These decisions are the responsibility of the Executive Council.

C. C-level decisions involve the month-to-month operations of the Church's program, ministries and facilities. These are appropriately made by the Executive Director, Church-elected committees, task forces, ministry teams, and staff. Examples would include the development, communication, and management of the Church's annual operating budget by the Executive Director or the development of personnel policies by a task force.

D. D-level decisions are those made at the lowest level in the congregation, usually by those individuals serving in leadership roles in the Church, from leaders of program organizations to the ministry teams, and staff members who have been elected by a vote of the membership. Church leaders are empowered to lead their groups or carry out their ministries within the bounds of the Church's mission, values, strategic plan, and whatever portion of the annual operating budget has been allocated for their use.

Procedure for Membership

2.02. Any person who has faith in Jesus Christ as the Savior and Lord of life is welcome to unite with the Church in any of the following ways:

- A. By profession of faith followed by baptism by immersion
- B. By letter or transfer from another church of like faith
- C. By requesting restoration to membership after being removed from the roll of this or another church of like faith
- D. By statement of Christian experience indicating previous compliance with one of the aforementioned methods.

In addition, persons eighteen (18) years old or older, joining Church after February 1, 1993, unite with UBC by signing the Membership Covenant, as set forth under Article 2.03. The acceptance of the person as a member of the Church shall be confirmed at any regularly conducted worship service by affirmation of the Membership Covenant.

Membership Covenant

2.03. The following Membership Covenant applies to all members of the Church. It is comprised of a commitment from the Church to the new member and a commitment from the member to the Church.

Church: "We gladly affirm God's leadership in bringing you to be a part of this Church family, as He builds His Church.

"We desire

- to encourage you as you live for Christ,
- to support you in times of need,
- to pray for you regularly,
- to seek you if you stray, and
- to help you experience your full potential in Christ.

"And to this end we affirm our commitment to God and to you."

Member:

“Having asked Jesus Christ to forgive my sin and to take control of my life, and having been baptized or now requesting baptism, and being in agreement with University Baptist Church’s purpose and direction, I now choose to unite with the UBC family as a member.

“In doing so, I affirm my intent to pursue the life of a disciple of Jesus Christ,

I will experience what it means for me to belong to Jesus Christ and to the family of God at UBC,

I will prepare myself for usefulness in the Kingdom of God...

by engaging in those practices that will help me grow in Christlikeness,
by discovering the ways in which God has shaped me for ministry,
by equipping myself for more effective service.

And I will find a place of service in which I can offer Christ’s compassion and hope to others.”

Rights of Members

2.04. All members are privileged to act and vote in the transactions of the Church. The rights of the members carry a parallel responsibility to be faithful and keep informed.

Church Roll

2.05. Upon joining the Church, each member will be added to the Church roll. A roll of transferred members shall be kept for reference. Upon death, members’ names shall be placed on a Memorial Roll.

Termination of Membership

2.06. Membership shall be terminated in any of the following ways:

- A. Personal request
- B. Transfer of letter to another Baptist church
- C. Verification that the person has united with a church of another denomination
- D. Death of the member

Dismissal for Conduct of Member

2.07. All matters relative to the dismissal of a member shall be considered by the Fellowship of Deacons, which shall make such recommendations to the Church. The Church by three-fourths (3/4) vote of the members present at any regular called business meeting may terminate the membership when a member has become an offense to this Church and its good name by reason of immoral or unchristian conduct, or by persistent breach of the spirit of this Church only after faithful efforts have been made to bring such member to repentance in accordance with scriptural teachings (Galatians 6:1, Matthew 18:15-17).

ARTICLE 3
CHURCH STAFF

Responsibilities

3.01. A. The Senior Pastor is responsible for leading the Church to function as a New Testament Church. He will have charge of the welfare and oversight of the Church. He will conduct religious services, administer the ordinances, minister to the needs of the members of the congregation and community, and perform other pastoral duties. He will have charge of the pulpit ministry of this Church. He will develop and communicate the Church vision to the membership and he will lead the congregation, the organizations, and the Church staff to perform their tasks in fulfilling the mission of the Church.

B. The Executive Director is responsible for the day-to-day operations of the church including the management of all staff positions, the development and management of the annual budget, and the implementation of the church vision.

C. The Executive Director, with oversight by the Executive Council, shall determine the responsibilities for all other staff positions.

Qualifications

3.02. A. The Senior Pastor should satisfy spiritual qualifications established in I Timothy 3:1-7.

B. The Executive Director should satisfy the qualifications as determined by the Executive Council and documented in the official UBC policies.

C. The Executive Director, with oversight by the Executive Council, shall determine all other staff qualifications and document them in the official UBC policies.

Procedures for Filling Vacancies

3.03. A. A new Senior Pastor shall be selected as follows:

1. The Nominating Committee will nominate fourteen (14) Church members, seven (7) women and seven (7) men, to serve on a Search Task Force. Potential candidates to serve on this Search Task Force may be submitted to the Nominating Committee by any UBC member. At a UBC business meeting, the membership will elect from the fourteen (14) nominees, seven (7) members to serve as the Search Task Force. The three (3) men with the most votes and the three (3) women with the most votes will serve on the Search Task Force, along with the person with the next most votes, female or male. After those seven (7) are identified, the man and woman with the next highest number of votes will become alternates who will be non-voting meeting attendees who can replace a member of the Search Task Force in the event that such member needs to withdraw for any reason. The Search Task Force shall search for, conduct interviews with, and recommend a pastoral candidate for consideration by the membership.

2. The pastoral candidate shall be required to preach to the congregation at each of the regularly scheduled worship services. At least eight days prior to the designated services which the pastoral candidate is to preach, the resident membership will be notified by mail that a vote on the Pastor's call will be taken. Announcements will also be made in all worship services two weeks prior to the pastoral candidate's sermons.

3. At least one week prior to the pastoral candidate's sermons, the Search Task Force will hold an open forum with the members present for presentation and discussion of the pastoral candidate.

4. On the weekend the pastoral candidate is to preach, an open forum will be held between the Church membership and pastoral candidate for an informal discussion.

5. The vote shall be taken at the conclusion of each of the worship services. A quorum for voting to extend an offer of the position of Senior Pastor shall be twenty-five percent (25%) of the membership. The vote will be by secret ballot and will be tallied and announced as soon as possible after the conclusion of the last morning service.

6. An affirmative vote of at least seventy-five percent (75%) of the members present and voting in favor of acceptance of the Search Task Force's recommendation shall be necessary to extend an offer to a candidate for the position of Senior Pastor.

B. An Executive Director shall be hired by the Executive Council. The Executive Council shall search for, conduct interviews with, and make the selection of the Executive Director following existing official UBC policies.

C. All other staff positions shall be filled as follows:

1. When a vacancy occurs in an Associate Pastor or Ministry Director position, the Executive Director will review the criteria for the position, determine the necessity for filling that position, and will make a recommendation to the Executive Council. The Executive Council will review and make the decision as to whether or not the position is one which will require a vote of the membership or one which will be filled by the Executive Director with the advice and consent of the Executive Council.

2. If the position to be filled is that of a Pastor or if the Executive Council determines the vacant position is to be voted on by the membership, the Executive Director will review the existing Staff and determine whether there is an appropriate individual for the vacant position.

a. If the Executive Director determines there is an existing Staff member appropriate for the vacant position, that individual will be presented to the congregation, subject to the approval of the Executive Council, and will require approval by a majority vote of the congregation present and voting at a Called Business Meeting to take the vacant position.

b. If the Executive Director determines that no existing staff member is appropriate for the vacant position, then a Selection Task Force must be created.

c. The Executive Director shall be responsible for soliciting names of candidates from the Senior Pastor, Pastors, the Associate Pastors, ministry directors and church members by making an appeal for suggested candidates in regularly published church publications. Additionally, solicitation of names of qualified candidates may be obtained by any other reasonable means.

d. The Executive Director shall be responsible, with the advice and consent of the Executive Council and Senior Pastor, to review and investigate the suggested slate of candidates and to narrow the list of such qualified candidates to no less than 3 and no more than 5 individuals.

e. The Nominating Committee will nominate to the Church body for approval, individuals to serve on a Selection Task Force. The Executive Director and a lay member of the Executive Council will serve on all Pastor Selection Task Forces. Pastors will serve on task forces to fill Associate Pastor positions within their areas. The Selection Task Force will have the responsibility to consider the qualifications of each candidate among the slate of 3 – 5 candidates presented for the vacant position by the Executive Director.

f. The Selection Task Force shall study the slate of candidates and determine which one, if any, of the suggested candidates should be recommended to the membership for a vote.

g. Selecting an individual for any position requiring a vote of the membership will require approval by a majority vote of the membership present and voting at a Called Business Meeting.

h. Spiritual qualifications will be the same as for the Senior Pastor. Other qualifications will be determined by the position description.

3. If the Executive Council determines the vacant position is not a position which requires a vote of the membership, then the Executive Director will take appropriate steps to fill the vacant position following existing church personnel policies. The Executive Council will have oversight (as defined in the official UBC policies) for the hiring of all Staff positions not selected by a vote of the congregation.

Termination

3.04. A. A recommendation to terminate any Staff member who was selected by a vote of the membership must come from the lay members of the Executive Council. These Executive Council members will investigate issues or charges concerning such Staff member and present its recommendation to terminate at a Called Business Meeting of the Church body. It is understood that all deliberations will maintain the proper level of confidentiality as determined by the situation. Steps to initiate an investigation of such Staff member:

1. An issue must be presented to any lay member of the Executive Council by a Church member or any staff member who has knowledge or interest in the issue. That person will be referred to as the complainant.
2. If the complaint involves either the Senior Pastor or the Executive Director, he/she is excluded from being involved in the Executive Council's investigation and recommendation.
3. The Chairman of the Executive Council will initiate a confidential investigation of the complaint, first by referral to the Senior Pastor, the Executive Director, and the supervisor of the Staff member identified in connection with the issue at which time the Staff member who is the subject of the complaint will be informed as to the nature of the issues. The Chairman of the Executive Council will act as the supervisor if charges relate to the Senior Pastor. The supervisor will report the results of his/her investigation to the Executive Council by a deadline determined by the Chairman.
4. The Executive Council will report the results of the investigation along with any recommended corrective action to the complainant and the Staff member or expand the investigation. After completing the expanded investigation, the Executive Council will report the results of the investigation along with any recommended corrective action to the complainant and the Staff member.
5. If the complainant is dissatisfied with the report from the Executive Council or the Executive Council has failed to act within a reasonable period of time, the complainant may request a hearing before the Executive Council. He/she may present information relevant to the complaint and discuss the actions taken by the Executive Council. The Staff member shall have the right to appear before the Executive Council to hear the issues or charges raised by the complainant, and may speak in his/her defense. The Executive Council may request to hear from other persons, as it deems necessary.
6. A non-UBC member who is a Christian may be used as a moderator, at the discretion of the Executive Council, to help in reaching a conclusion to its deliberation.
7. In a decision of the Executive Council there must be an affirmative vote of at least a majority of all eligible members to recommend the termination of a Staff member. A quorum for the purpose of such vote shall consist of all eligible members. At the Executive Council's option, such vote may be taken in private session. The Senior Pastor, the Executive Director, the complainant, and Staff member shall be advised of the outcome of any vote taken.

8. If the recommendation of the Executive Council is to terminate a Staff member, who was selected by a vote of the membership, a business meeting of the congregation will be called to present the issues. A majority vote of those members present will be required to adopt the recommendation to terminate.

B Termination of the Executive Director will follow the UBC Operating Policies and be administered by the eligible members of the Executive Council.

C. Termination of any other staff member will follow the UBC Operating Policies and be administered by the Executive Director with oversight by the Executive Council.

Staff Compensation

3.05. All staff compensation will be in accordance with UBC Operating Policies.

ARTICLE 4

COMMITTEES, EXECUTIVE COUNCIL, TASK FORCES, AND MINISTRY TEAMS

Committees

4.01. Committees will normally be responsible for the management of an assigned resource or function. The list of committees, along with their duties and membership, shall be approved for the following calendar year by the members at the last regular business meeting held in each calendar year. Any changes to the list of committees, their duties, or membership shall be clearly identified during such business meeting. Any committee referenced in these Bylaws shall remain in existence and shall not be abolished except by amendment of these Bylaws. All of the members of Church committees shall be elected by the congregation. A committee shall take no action unless it is given authority to do so by the congregation. The Trustees shall be responsible for the oversight of committees specifically referenced in these by-laws (i.e. the Nominating Committee, the Executive Council, and the Deacon Nominating Committee). The Executive Director shall be responsible for (1) the oversight of committees not referenced in the by-laws and (2) recommending for Church approval the number and types of Committees, their duties, and membership.

General Policy Governing Church Committee Membership

4.02. A. All committee persons shall be members of University Baptist Church and no Church member shall be elected to a committee without his or her prior consent. All committee members shall be a least eighteen (18) years of age.

B. All committee members shall be presented for approval by the Church following nomination by either the Nominating Committee or the Executive Director.

C. All unexpired terms shall be filled as necessary by either the Nominating Committee or the Executive Director by presenting names for election by the Church. An unexpired term will not count as any part of a regular term for a committee member.

D. Members of committees shall be elected to serve for three years. One-third (1/3) of each committee is subject to rotation each year. A member must be inactive two years before re-election to the same committee; however, due to extenuating circumstances, the Nominating Committee or the Executive Director may consider exceptions to meet specific needs.

E. Because of extraordinary requirements on certain committees, the Nominating Committee or the Executive Director may recommend sustaining members to serve for extended periods. All sustaining members are subject to annual review by the Nominating Committee or the Executive Director and approval by the Church.

F. If not specifically referenced in these by-laws, the Nominating Committee or the Executive Director shall recommend a Chairman for each committee for Church approval.

G. A Church member may not serve as a member of the Trustees, Nominating Committee, or Executive Council if an immediate family member is serving as:

1. Currently employed full-time by the Church for greater than 6 months;
2. Trustee;
3. Nominating Committee member;
4. Executive Council member; or
5. Church Officer.

Immediate family is defined as husband, wife, son, daughter, father, mother, brother, sister, grandfather, and/or grandmother.

Nominating Committee

4.03. The Nominating Committee shall consist of six members: The Senior Pastor, one of the senior Executive Council members, one of the senior Trustee members, and three lay members. The three lay members shall be elected for three-year terms, staggered rotation. The new member shall be elected each year for the three-year term by vote of the church in the last regular business meeting of the calendar year with the term starting at the beginning of the following calendar year unless otherwise stipulated in these Bylaws. The senior lay member will be the Nominating Committee Chairman. The selection of the senior Trustee to be on the Nominating Committee is described in paragraph 5.02 B. Upon completing a term, a lay member cannot serve on the Nominating Committee for a period of two years. Specific duties of the Nominating Committee are as follows:

A. To enlist and recommend to the Church, individuals who are willing to serve on committees referenced in these by-laws (i.e. the Nominating Committee, the Executive Council, and the Deacon Nominating Committee).

B. To tabulate ballots and report results to the Church for special committees (i.e. Deacon Nominating Committee, Search Task Force, etc.)

C. To nominate persons to fill vacancies that occur throughout the year on committees referenced in these by-laws.

D. To nominate persons for the positions of:

1. Church Trustees
2. Church Treasurer
3. Church Assistant Treasurer
4. Church Secretary

Executive Council

4.04. The Executive Council will consist of seven (7) members. The members are the Senior Pastor, the Executive Director, and five (5) lay members. The five lay members shall be at least thirty (30) years old and will be elected for three-year terms, staggered rotation. The new member(s) shall be elected each year for the three-year term by vote of the church in a regular business meeting with the term starting upon election. In the year that has two senior lay members, the Executive Council members will elect one of the two to serve as Executive Council Chairman. In the year that has one senior lay member, he will serve as Executive Council Chairman. The Executive Council is charged with making decisions on behalf of the congregation in matters pertaining to the implementation of the Church's mission and purpose in planning and programming. The actions of the Council are bound by the Church's annual operating budget, the stated mission, and the stated values. As referenced within these by-laws, the five lay leaders will have responsibilities to act without the Senior Pastor and/or the Executive Director. Five members are required for a quorum and a majority vote of the members present is required to approve any motion.

The five lay members of the Executive Council will act as supervisor of the Senior Pastor by evaluating his performance and managing his compensation. The five lay members and the Senior Pastor will act as supervisor of the Executive Director by evaluating his performance and managing his compensation.

If any two (2) Executive Council members determine that an Executive Council lay member is not fulfilling his/her responsibility, the two members should first discuss this with the lay member. If the lay member continues not to fulfill his/her duties, then the two members may bring it before the Trustees for resolution. The Chairman of the Trustees will investigate the complaint and present his/her findings to the Trustees. The Executive Council may be present at this Trustee meeting. In a decision of the Trustees, there must be an affirmative vote of a majority to recommend removal of a lay member from the Executive Council. If the recommendation of the Trustees is to remove the lay member from the Executive Council, a business meeting of the congregation will be called to present the issues. A majority vote of those members present will be required to adopt the recommendation to remove the lay member from the Executive Council.

Task Forces

4.05. Any Pastor or Associate Pastor may call for a Task Force and make recommendations to the Executive Director, who will review the request and bring recommendation to the Church. A Task Force is an elected group of people who have been chartered one major task to perform. When that assignment is completed and

reported to the church, the Task Force ceases to exist. The church at a Regular or Special Called Business Meeting elects Task Force members and the number of members is set by the number needed to perform the assigned task.

Ministry Teams

4.06. A Ministry Team is a group of people under the leadership of a Team Leader who accepts the responsibility to develop and carry out a ministry that addresses a specific need and has a charter. The membership is voluntary or by invitation and may be any number of people. The Ministry Team Leader may be a volunteer or Staff Minister. Each team will be accountable to a Staff Minister for enlistment, coordination, and supervision. Ministry Team Members and Team Leaders' length of service will be dictated by the need addressed or by their active participation in the Ministry Team.

ARTICLE 5

GENERAL CHURCH OFFICERS

5.01. General Officers of the Church shall consist of the Following:

- A. Church Secretary
- B. Church Treasurer
- C. Assistant Church Treasurer
- D. Church Trustees

Each officer shall be a member of the Church and shall be at least eighteen (18) years old, except as otherwise provided by this article.

Term of Office

5.02. A. The Church Secretary, Church Treasurer, and Assistant Church Treasurer shall be elected annually following nomination by the Nominating Committee.

B. The Church Trustees shall serve terms of three (3) years, with three Trustees being replaced each year. A Trustee shall be eligible to be re-elected after a period of two years. The terms of office follow the calendar year. The Church Trustees shall be elected by the members through nominations from the Nominating Committee. The Trustee members will elect one of the three senior Trustees to serve as Chairman and elect a second senior Trustee to serve on the Nominating Committee.

Duties of Officers

5.03. A. Church Secretary

- 1. The Secretary shall keep an accurate record of each Church business meeting, which shall be submitted for Church approval at the next regular business meeting.
- 2. The Church Secretary shall oversee the accuracy of the current membership as compiled by the designated church employee.

3. At the last business meeting of the Church year, the Secretary shall present a statistical report of the membership for the past year. This report will be presented as a portion of the annual letter to the Union Baptist Association.
4. The Church Secretary shall oversee the preparation of membership information for the Church's association(s) and shall sign any appropriate information for these associations such as the annual association letter and the document for sending messengers to association meetings.

B. Church Treasurer

1. The Treasurer shall be responsible for:
 - a. the disbursement of funds by ensuring that appropriate procedures for expenditures and purchases have been followed.
 - b. not disbursing funds outside the annual operating budget unless specifically authorized by the Church.
2. The Treasurer shall be experienced in general accounting procedures.
3. The Treasurer shall present a summary of the financial condition of the Church at each regular business meeting.
4. The Treasurer may serve a maximum of three consecutive one year terms and then may be eligible to serve after a two year period.

C. Assistant Church Treasurer

The Assistant Church Treasurer shall have the same qualifications as the Church Treasurer. The Assistant Church Treasurer shall assist the Church Treasurer in the Treasurer's duties and assume such duties in the absence or failure of the Treasurer to serve. The Assistant Church Treasurer may serve a maximum of three consecutive one year terms and then may be eligible to serve after a two year period.

D. Church Trustees

1. The Church Trustees shall consist of nine (9) members, with a minimum of five (5) required to be in agreement to act on an issue.
2. The Trustees' duties are as follows:
 - a. To act as director and legal representative for the Church and affix signatures to all legal documents, loan agreements, and oversee all other documents involving

Church legal matters. The Trustee Chairman will act as the Church's corporate secretary when legal documents require signature. Trustees shall act in accordance with Church-approved responsibilities as directed by the Church in regular business meetings.

- b. To maintain an up-to-date repository of property deeds, Church property inventory, mortgage loan agreements, and financial audits. This will require initiating periodic audits to ensure current records.
- c. To counsel and coordinate with Church staff, officers, committees and organizations concerning legal matters.
- d. To see that proper liability and property insurance coverage is maintained on the Church property and for Church activities.
- e. To secure outside professional legal counsel for the Church, staff, or Trustees as pertaining to Church matters.
- f. To interpret the Bylaws and resolve any issues related therein.
- g. To ensure Church Operating Policies are in place and to conduct audits to ensure policies are being followed.
- h. To ensure the Executive Council responsibilities are defined and adhered to by review of meeting minutes and reports or any other means as deemed appropriate by the Trustees. Consideration will be given to limit exposure of any personal or confidential information.
- i. To record and maintain minutes of the Trustee meetings. The Trustee Chairman is responsible for recording and maintaining the minutes and after serving in the term of office, passing the records on to the next Chairman.
- j. To elect one of the Trustees to serve a one year term on the University Baptist Church Foundation Board.

Election of Messengers

5.04. Messengers, who shall be members of the Church, shall be elected by the membership through nominations from the Nominating Committee prior to the following events:

Union Baptist Association Annual Meeting (UBA)
Baptist General Convention of Texas (BGCT)
Southern Baptist Convention (SBC)

The Nominating Committee shall nominate messengers in accordance with the following procedure:

A. Eight (8) weeks before the Business Meeting prior to the event in which messengers are required, notification will be made through Church publications of the upcoming meeting and messengers solicited.

B. Names must be received by the Church office four weeks prior to the Business Meeting.

C. Names of those who volunteer will be kept in the chronological order received.

D. If more volunteers are received than places available, then only one member of a family may serve as a messenger. Removal would begin in reverse order beginning with the last volunteer.

E. If still more volunteers are received than places as described in paragraph number 5.04D., then all volunteers (one per household) will be listed on a ballot and the Church shall vote for the proper number of messengers.

F. Membership approval of messengers shall be at a Regular or a Special Called Business Meeting prior to the convention date.

ARTICLE 6

CHURCH MEETINGS AND SERVICES

Place of Meetings and Services

6.01. All meetings and services shall be held on Church property, unless otherwise announced with proper advance notice.

Required Services

6.02. The Church shall conduct regular weekly worship services, exceptions being announced with proper advance notice.

Regular Business Meetings

6.03. A. Regular Business Meetings for the transaction of Church business shall be held at least three times a year at approximately 4-month intervals with the first meeting being held in the first quarter of the calendar year. The minutes of the previous meeting shall be read and/or readily available, and subsequent Church-wide action reported. With at least ten (10) days advance notice, the Senior Pastor may re-schedule a Regular Business Meeting during the next (30) thirty days.

B. Notice of a Regular Business Meeting and the agenda for the meeting shall be announced at all regular Worship Services at least seven (7) days prior to the meeting and/or published in the Church newsletter at least seven (7) days prior to a meeting.

Special Called Business Meeting

6.04. The Senior Pastor, a majority of the Executive Council, or a simple majority of the elected Trustees may call business meetings to consider matters of a special nature or significance. Prior notice of a special called meeting and the agenda for the meeting must be given in such a manner that all members will have a reasonable opportunity to know of the meeting at least seven (7) days before the meeting is held.

Quorum

6.05. A quorum for the transaction of Church business shall be those Members in attendance at a regularly scheduled or specially called Business Meeting. Unless otherwise specifically stated, a quorum for all Committees and the Trustees shall be fifty percent (50%) of the elected members.

Church Action

6.06. Except as specifically provided otherwise in these Bylaws, Church action shall be by concurrence of a simple majority of Members present and voting. All voting shall be by those physically present at the meeting at which the vote is taken, with no proxy votes.

Voting by mail will be allowed in the transaction of Church business, with the exception of the vote to extend an offer of the position of Senior Pastor. Voting forms will be made available at the Church for those wishing to use them. The returned voting form must have the signature of the voter on it, and must be received at the Church no later than noon on the last full business day, prior to voting.

Rules of Order

6.07. Except as otherwise specifically provided in these Bylaws, Robert's Rules of Order, Newly Revised, as they may be amended or updated from time to time, shall be the accepted guide for the transaction of all Church business, including, but not limited to, business meetings, Executive Council Meetings, Committee meetings, and meetings of the Trustees. The Moderator of all Business Meetings shall be the Senior Pastor unless, with the advice and consent of the Trustee Chairman, he elects to appoint either a Staff member selected by a vote of the membership or an Executive Council member to act as Moderator. If there is no currently serving Senior Pastor, the Chairman of the Fellowship of Deacons shall be the Moderator. The person serving as Moderator of a meeting for the transaction of Church business shall be expected to understand, and be prepared to apply, Robert's Rules of Order, Newly Revised, or the then current edition, as applicable.

ARTICLE 7

ORDINANCES

7.01. The ordinances of the Church will be Baptism and the Lord's Supper.

A. Baptism – Baptism is an act of obedience and a public expression following a personal acceptance of Jesus Christ as Lord.

1. The Senior Pastor or his designee will counsel with each candidate to determine if the candidate is fully prepared to participate in the ordinance of baptism.
2. Baptism will be by immersion and will be administered by the Senior Pastor or his approved designee.
3. Baptism will be administered as an act of worship during any worship service of the Church.

B. Lord's Supper – The Church will observe the Lord's Supper at least quarterly, as scheduled by the Senior Pastor and deacons. The Senior Pastor or his designee and deacons will administer the Lord's Supper. In the absence of a Senior Pastor, the Chairman of the Fellowship of Deacons or their designee will administer the Lord's Supper. Members of the Church and all who know Jesus Christ personally as their Savior are invited to join in observing the Lord's Supper.

ARTICLE 8

CHURCH PROGRAMS, BIBLE STUDY AND ORGANIZATIONS

The Church will maintain such programs as deemed necessary for fulfilling of the mission of the Church. These may include programs of Bible Study; Church member training; missions education, action, and support; music education, training, and performance; and others. All organizations related to the Church programs will be accountable to the Church; and leadership positions in these organizations, such as directors and teachers, must be presented to the church for approval during a regular or special called business meeting.

The Church recognizes the University Baptist Church Foundation as an integrated auxiliary with the Church as the sole member. It will operate with its own bylaws and board members selected and approved according to the Foundation's bylaws.

ARTICLE 9

POLICIES AND GUIDELINES

FELLOWSHIP OF DEACONS

Purpose

9.01. The "Fellowship of Deacons" is established at University Baptist Church (UBC) to continue the traditions and to carry out the purposes for which the office of deacon was created by the apostles in the early days of the Christian Church. The purpose for which deacons are set apart is primarily:

- A. To relieve the pastoral staff of certain routine duties
- B. To allow the pastoral staff to "give themselves continually to prayer, and to the ministry of the word"
- C. To assist Pastoral Staff in ministering to the needs of the congregation
- D. To raise by example the level of spirituality, unity of purpose, and cohesiveness of the local Church.

The Church believes that deacons can fulfill this purpose by identifying, developing and implementing ministries, which address "the unmet critical pastoral care needs of UBC members and constituents" (UCPCN's). UCPCN's are specific human hurts and needs that arise in the lives of our members and constituents.

Composition

9.02. The Fellowship of Deacons shall be composed of individuals who:

- A. are members of UBC.
- B. have been ordained by UBC or by another Baptist Church of like faith and practice to fill the office of deacon.
- C. have evaluated their lives against the qualifications of deacon at UBC and feel that they meet those qualifications.
- D. have been evaluated and elected by the Church.
- E. freely accept the Church's invitation to become a part of the Fellowship of Deacons at UBC.

Service

9.03. The Fellowship shall be responsible for duties aimed at maintaining a high spiritual level in the Church. They shall follow the leadership of the Senior Pastor and become highly involved in the direction he gives. They shall encourage, support, and uphold the Senior Pastor and the staff. The deacons shall strive to live a Christ-like life and, in so doing, establish their own ministry within the framework of the leadership of the Senior Pastor and programs of the Church. Deacons are expected to be examples to the members of the Church in the following areas:

- Commitment to Christ
- Prayer (Philippians 4:6, Luke 12:1)
- Evangelism (Matthew 28:19-20)
- Servanthood (Matthew 20:25-28), using gifts and talents
- Discipleship and nurturing of new believers (1 Thessalonians 2:11-12)
- Participation in Church activities
- Giving (2 Corinthians 8:1-5)
- Citizenship

Qualifications for Fellowship of Deacons

9:04. Members of the UBC Fellowship of Deacons are expected to devote themselves to the qualifications of that office. Candidates for ordination to the office of deacon at UBC are evaluated against these qualifications prior to being recommended to the Church for ordination. Each member of the Fellowship of Deacons shall do a self-evaluation against these qualifications on an ongoing basis and shall resign from the Fellowship if failing to meet them. These qualifications and resulting commitments are as follows:

- A. UBC Deacons love the Lord wholeheartedly. Their love for God is demonstrated by obedience to Him in every aspect of their lives. Their relationship with God holds the place of highest priority in their lives and determines other priorities. Their relationship with Christ is sustained by regular prayer, Bible study, worship, and service to others.

B. UBC Deacons exhibit Christ-like character. Being comes before doing (Mark 1:17; Romans 6:1-14; Colossians 3:1-17). Character has priority over tasks (Exodus 18:21-23; Acts 6:3; 1 Timothy 3:8-13). Members of the UBC Fellowship of Deacons hold themselves accountable to God and to each other to exhibit Christ-like character and behavior in all of their lives (James 3:1; 1 Corinthians 9:24-27). They are worthy of the respect of their fellow Christians, who are encouraged to look to such lives as examples. Their spouses also demonstrate the character and behavior worthy of a follower of Christ. The Church will select for the role of deacon those who have clearly demonstrated such Christian maturity.

C. UBC Deacons understand and accept the responsibility that comes with moral and spiritual leadership (Hebrews 10:23-25). They know those who lead are held to a higher standard, and they willingly submit themselves to that truth. They will maintain an accountability to God and to one another in following Christ.

D. UBC Deacons live with integrity. There is no discrepancy between their words and their actions, intentions, or motives. They are sincere in their speech.

E. UBC Deacons devote themselves to service. They understand their title means “servant,” and they gladly pursue Christ’s invitation to find greatness in the kingdom of God by serving others. They engage in ministry both intentionally and spontaneously. They have genuine compassion for those without Christ.

F. UBC Deacons support the Church’s vision and direction. They consistently involve themselves in the worship services, small group life, relational evangelism, corporate prayer, decision-making, and ministries of the Church. They educate themselves about the Church’s life and pray regularly and specifically for its ministries and leaders.

G. UBC Deacons maintain a healthy family life. They are faithful to their spouses, with whom they form a team in Christian service. Formerly married individuals whose current lives demonstrate a Christ-centered understanding of marriage may be selected by the Church as members of the Fellowship of Deacons. Paul had words for divorce available to him in his language, but chose not to use them here. As Christian parents they are involved in the lives of their children. They develop a Christ-centered home based on biblical teachings. Single deacons practice the discipline of celibacy.

H. UBC Deacons live lives of personal purity. They determine to live in such a way as to give less mature believers a model to follow. They choose not to include in their lives those elements or practices which would erode their health, character, or testimony.

I. UBC Deacons give generously of their time, talents, and treasures. They accept Christ’s teaching that giving is more to be valued than receiving. They give proportionately from their income for the support of God’s work through His Church, with a tithe (10%) as a beginning place. They manage their resources responsibly, and learn to live with contentment rather than greed.

J. UBC Deacons live **in light of God’s truth**. They study the Scriptures. They are conversant with the teachings of the Christian faith. And they place a high

value on being “doers of the word.” Their faith in the truth of God’s word is demonstrated by their practice.

Responsibilities Toward Church Life

9.05. The Fellowship of Deacons has no veto power; however, an opinion of the Fellowship on any matter may be presented to the Church at any business meeting. The Fellowship, by a majority of those present and voting, will render its opinion on any item presented to it. The Fellowship may review activities of the Church and make appropriate recommendations to the Church. The Fellowship, by a majority of those present and voting, will determine which activities warrant a review.

The deacons will share with the Pastor and staff the duties relating to the achieving and maintaining of a high spiritual level in the Church. They will encourage, support, and uphold the pastoral staff in this ministry. The Fellowship may initiate specific items of business. Normally, items of business, which are initiated by the Fellowship, will be directed through appropriate Church organizations before being presented to the congregation.

Nomination, Election and Ordination of Members of the Fellowship of Deacons

9.06. The Church will elect a Deacon Nominating Committee to recommend individuals to serve on the Fellowship of Deacons. This committee shall consist of six members, with two being active deacons, and will be nominated from the membership at large by the Church’s Nominating Committee. The Deacon Nominating Committee will recommend to the Church the individuals it believes are qualified to serve as UBC deacons. Any UBC member may recommend a deacon candidate to the Deacon Nominating Committee. The Deacon Nominating Committee shall develop procedures for evaluating nominees against the qualifications for UBC deacon as contained in the UBC Bylaws. The Deacon Nominating Committee shall evaluate those candidates whose names it has received against the qualifications specified in the UBC Bylaws to determine if in the opinion of the Committee the candidate meets the qualifications for UBC deacon. All candidates who in the opinion of the Committee meet the qualifications for UBC deacon shall be recommended to the Church for ordination as UBC deacons at a regular or special called business meeting. All members of the UBC Fellowship of Deacons are expected to meet the qualifications developed for that office.

Guidelines for Fellowship of Deacons Committees, Ministry Teams, and Officers

9.07. The Fellowship of Deacons shall create those committees it deems necessary to execute the duties that are given to it by the Church. Fellowship of Deacons committees may be standing or ad hoc.

9.08. The Fellowship of Deacons shall form ministry teams to aid the pastors in meeting unmet pastoral needs of the UBC congregation. The Fellowship of Deacons shall consult with the pastoral staff in the formation of ministry teams in order to avoid duplication of effort, to cooperate with non-deacon ministry teams which may exist or be formed outside the Fellowship of Deacons, and to determine the most effective means of meeting unmet pastoral needs of the congregation. Deacon ministry teams shall be led by deacons but may contain non-deacon UBC members. Likewise deacons may serve

on ministry teams formed outside the Fellowship of Deacons in which they feel led to participate.

9.09. The Fellowship of Deacons shall develop procedures for the election of officers to facilitate leadership of the Fellowship of Deacons and its service to the church.

ARTICLE 10

POLICIES AND GUIDELINES FOR FUND-RAISING ACTIVITIES AND USE OF FACILITIES **Introduction**

10.01. The purpose of this article is to establish guidelines for fundraising activities using the Church's name and/or the use of University Baptist Church facilities.

Scope

10.02. Facilities and/or the name of University Baptist Church will be made available to groups and organizations subject to the following guidelines:

A. Groups and organizations eligible to use the Church name and facilities for fundraising activities shall be limited to organizations and ministries which are supported by the Church budget.

1. Each organization or ministry must submit a request for the fundraising activity (on a Church form for that purpose) to be approved by the Executive Director or his designee.
2. Use of the name of University Baptist Church or UBC facilities for fundraising activities must also be coordinated through the Church office by use of a calendar request and/or facility use agreement.
3. Any monies received from fundraising activities using the name of University Baptist Church must be remitted to UBC. Such monies will be accounted for by increasing the budgeted amount for that ministry or organization.

B. The facilities of University Baptist Church will be made available to groups and organizations subject to the policies as outlined in the UBC Operating Policy Manual.

1. Each group or organization must submit a request for use of the facilities, using the Church Facility Use Agreement, to be approved by the Executive Director or his designee.
2. The use of the facilities must also be coordinated through the Church office.

10.03. Use of the facilities will not contradict the church vision.

ARTICLE 11

INDEMNIFICATION

When Indemnification is Required, Permitted, and Prohibited

11.01 A. The Church shall indemnify a Trustee, member, director, officer, committee member (including ad hoc committee members), council member, or employee of the Church who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. However, the Church shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Church's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she did not have reasonable cause to believe that the conduct was unlawful. The Church shall not indemnify a person who is found liable to the Church or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

B. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Church.

C. The Church shall pay or reimburse expenses incurred by a Trustee, director, officer, member, committee member (including ad hoc committee members), or employee of the Church in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Church when the person is not a named defendant or respondent in the proceeding.

D. In addition to the situations otherwise described in this paragraph, the Church may indemnify a Trustee, director, officer, committee member (including ad hoc committee members), or employee of the Church to the extent permitted by law. However, the Church shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph A above.

E. Before the final disposition of a proceeding, the Church may pay indemnification expenses permitted by the Bylaws and authorized by the Church. However, the Church shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Church or one or more members, or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

F. If the Church may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Church, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

11.02. A. Before the Church may pay any indemnification expenses (including attorney's fees), the Church shall specifically determine the indemnification is permissible, authorize indemnification, and determine the expenses to be reimbursed are reasonable, except as provided in paragraph C below. The Church may make these determinations and decisions by any one of the following procedures:

1. Majority vote of a quorum consisting of Trustees who, at the time of the vote, are not named defendants or respondents in the proceeding.
2. If such a quorum cannot be obtained, by a majority vote of the Trustees, consisting solely of two or more Trustees who at the time of the vote are not named defendants or respondents in the proceeding.
3. Majority vote of members, excluding persons who are named defendants or respondents in the proceeding.

B. The Church shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Trustees that requires the indemnification permitted by section 11.01 above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

C. The Church shall pay indemnification expenses before final disposition of a proceeding only after the Church determines that the facts then known would not preclude indemnification and the Church receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under section 11.02(A), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Church if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

D. Any indemnification or advance of expenses shall be reported in writing to the members of the Church. The report shall be made with or before the notice or waiver of notice of the next business meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 12

AMENDMENTS TO BYLAWS

All proposed additions, alterations, amendments, and deletions to the Bylaws shall be submitted to the Trustees for consideration. The Trustees shall have sole authority to present changes to the Bylaws to the church. The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority vote of the members present at a Regular Business Meeting or Special Called Business Meeting.

After a proposed change has been formally submitted to the Trustees for consideration, the Trustees shall be required to present their recommended disposition of the change at one of the next two regular business meetings (unless it is withdrawn by the originator). The Church may override a negative recommendation from the Trustees and request that the change be presented as a Bylaws change at the next regular or special called business meeting.

The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions or may designate the location where a member may examine the proposed revised provisions during normal business hours of the Church.

After the Church has voted on a Bylaw change that has been submitted to the Trustees, a request to the Trustees to consider a similar change does not have to be considered by the Trustees for a period of two years unless seven of the nine Trustees agree to consider the change.

ARTICLE 13

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

13.01. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

13.02. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Headings

13.03. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Parties Bound

13.04. The Bylaws shall be binding upon and inure to the benefit of the members, officers, committee members, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

13.05. These Bylaws supersede any and all prior versions of Bylaws enacted by the Church, which are hereby declared ineffective subsequent to the Effective Date of these Bylaws, as described below.

13.06. For the purposes of resolving conflicts within governing documents, these Bylaws are controlled by the Church’s Articles of Incorporation, but control any and all other governing documents.

13.07. Upon enactment by the Church through the appropriate processes, these Bylaws will become effective on November 2, 2003, herein referred to as the “Effective Date.”

CERTIFICATE OF CHURCH SECRETARY

DATED: _____

SIGNATURE: _____

TYPED NAME: Virginia Thomas

Amendment History Notes (Sept. 2007 – Present):

September 13, 2013: Amendment to Articles 2.01, 3.03(C)(2)(c), 3.03(C)(2)(e), and 4.05 to change titles of Associate Pastor to Pastor and Ministry Director to Associate Pastor; and to Articles 3.03(C)(1), and 3.03(C)(2), to specify the requirement for a membership vote to approve of Pastor position; and to 3.03(C)(2)(d) to provide for Senior Pastor advice and consent on candidates for Pastoral positions.

September 18, 2011: Amendment to Article 2.02 to change procedure for membership and Amendment to Article 5.04 to change procedure for election of messengers to UBA, BGCT, and SBC annual meetings each year.

June 7, 2009: Amendment to Article 3.03(A)(1) to assist the Nominating Committee in its work of assembling a slate of nominees to present to the Church for service on the pastoral Search Task Force.

September 28, 2008: Amendment to Article 6.07 to require applicability of the most current edition of Robert's Rules of Order.

June 8, 2008: Amendment to Articles 4.01 and 4.03 to provide for confirmation of new committee members in the last meeting of the year prior to the beginning of a term; and to Article 4.03 to allow an Executive Council member other than the Chairperson to serve as the Executive Council appointee to the Nominating Committee.

September 23, 2007: Amendment to Article 4.02(G) to further define qualification for committee membership, and to define "immediate family".